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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

JAMES BRADY, SARAH CAVANAGH, and  
IVA CHIU, individually and on behalf of all  
others similarly situated,

Plaintiffs,

v.

DELOITTE & TOUCHE LLP, a limited liability  
partnership; and DOES 1-10, inclusive,

Defendants.

Case No. C-08-00177-SI

**STIPULATION AND [PROPOSED]  
ORDER GRANTING LEAVE TO  
FILE UNDER SEAL, VOLUME 2  
OF 2**

**PUBLIC VERSION**

## STIPULATION

Pursuant to Local Rules 7-12 and 79-5, and the Court's Standing Order, Plaintiffs and Defendant, through their respective counsel, submit the following stipulation and [proposed] order granting Defendant Deloitte & Touche LLP ("Defendant") leave to file permanently under seal the materials described below.

WHEREAS, in the course of the discovery the parties have produced and disclosed confidential, proprietary, and other private information related to the parties, as well as Defendant's clients, designated "Confidential" or "Highly Confidential - Attorneys' Eyes Only" pursuant to the parties' Stipulated Protective Order signed by the Court on March 10, 2009, and filed in the above captioned action on March 11, 2009 ("Designated Produced Materials"), for which special protection from public disclosure and from use for any purpose other than prosecuting this litigation would be warranted;

WHEREAS, the parties agree that confidential, proprietary, and other private information related to the parties, as well as Defendant's clients, will also be included in or discussed in the parties filings on the Plaintiffs' Motion for Class Certification ("Designated Motion Materials");

WHEREAS, the parties agree that the Designated Produced Materials and Designated Motion Materials consist of Defendant's proprietary employee training materials, proprietary guidance for conducting audits, proprietary policies, confidential employee personnel and pay data, and confidential and proprietary audit work papers, as well as the confidential and proprietary information of Defendant's clients.

WHEREAS, the parties agree that the Designated Produced Materials, including all information derived from the Designated Produced Materials, and the Designated Motion Materials should be filed permanently under seal on the ground that good cause exists to prevent the disclosure of this confidential, proprietary, and financial information. *See, e.g., In re Adobe Systems Inc. Securities Litigation*, 141 F.R.D. 155, 158 (N.D. Cal. 1992) (good cause exists when disclosure of proprietary or financial information would put a company as a competitive disadvantage); *Hirschfeld v. Stone*, 193 F.R.D. 175, 187 (S.D. N.Y. 2000) ("disclosure of confidential information is the quintessential type of irreparable harm that cannot be compensated

or undone by money damages); *Encyclopedia Brown Prod., Ltd. v. Home Box Office, Inc.*, 26 F. Supp 2d 606, 614 (S.D. N.Y. 1998) (that party would be irreparably harmed by disclosure of confidential business information supported sealing, even though documents dealt with business information dating back several years).

NOW THEREFORE, the parties hereby stipulate, subject to Court approval, that the following materials/information, attached hereto, be filed permanently under seal:

**Volume 1**

1. Exhibit 1 — Opposition Of Defendant Deloitte & Touche LLP To Plaintiffs' Motion For Class Certification
2. Exhibit 2 — Relevant portions of James Brady's deposition transcript
3. Exhibit 3 — Relevant portions of Sarah Marie Federico's (formerly Cavanagh, hereinafter referred to as "Cavanagh") deposition transcript
4. Exhibit 4 — Relevant portions of Iva Chiu's deposition transcript
5. Exhibit 5 — Relevant portions of Scott Smith's deposition transcript
6. Exhibit 6 — Relevant portions of Joseph Young's deposition transcript
7. Exhibit 7 — Defendant's Compendium Of Declarations In Support Of Opposition To Plaintiffs' Motion For Class Certification, including exhibits consisting of the following:
8. Exhibit 8 — Relevant portions of the Deloitte Audit Approach Manual (bates-stamped DT 001897-001903, DT 001926-001931, DT 001976-001987, DT 002163-002178; DT 002195-002280, DT 002282-002354, DT 002593-002604, DT 002625-002635, DT 002764-002765, DT 002766-002770, DT 002771-002773, DT 002792, DT 076732-076733)
9. Exhibit 9 — "Consider Fraud, Control Environment and Engagement Risk" (bates-stamped DT 175168-175212)
10. Exhibit 10 — Records of Audit Experience (bates-stamped PL 000033, 036524, and 173205-173206)
11. Exhibit 11 — AERS PSW Certification Policy power point presentation (bates-stamped DT 178618-178623)

12. Exhibit 12 — Northern California Attest Experience Certification Requirements memorandum (bates-stamped DT 178624-178627)

13. Exhibit 13 — Job posting for Audit Assistant position (bates-stamped DT 000511)

14. Exhibit 14 — Job posting for entry level audit position (bates-stamped DT 178615-178617)

15. Exhibit 15 — Letter to Sarah Cavanagh dated April 13, 2004 (bates-stamped DT 000108)

16. Exhibit 16 — AERS National Certification Program Guidelines (bates-stamped DT 078337)

17. Exhibit 17 — Deloitte training course listings and training materials (bates-stamped DT 000957-988, DT 079362-367, DT 016193-016256, DT 027358-027425, DT 051040-051075, DT 030170-030182)

18. Exhibit 18 — Training records of Sarah Cavanagh and Iva Chiu (bates-stamped DT 000207-000216, DT 173183-173191)

## **Volume 2**

19. Exhibit 19 — AERS Competencies: The Performance Framework to Consistently Deliver Outstanding Service (bates-stamped DT 001089-001112)

20. Exhibit 20 — AERS Competency Model: Attest Channel Competencies and Core Competencies (bates-stamped DT 078412-078441)

21. Exhibit 21 — Template Great Performances Scorecards for Audit Staff and Audit Seniors (bates-stamped DT 001003-001010)

22. Exhibit 22 — Great Performances Scorecards for which James Brady, Sarah Cavanagh, and Iva Chiu are the “Feedback Receiver” or “Feedback Provider” (bates-stamped DT 001121-001145, DT 001152-001166, DT 1171-001183, DT 177370-173374, DT 173387-173390, DT 173412-173415)

23. Exhibit 23 — Great Performances Scorecards for which Plaintiffs’ putative class member declarants are either a Feedback Receiver or Feedback Provider (bates-stamped

DT 177960-177968, DT 177978-177982, DT 177992-177996, DT 178010-178014, DT 178019-178023, DT 178028-178032, DT 178628-178750) and summary chart

24. Exhibit 24 — Deloitte General Guidance About the Model Audit Programs (bates-stamped DT 164728-164741)

25. Exhibit 25 — Using Professional Judgment (bates-stamped DT 000955-000956)

26. Exhibit 26 — Deloitte General Policy 220 (bates-stamped DT 066344-066357)

27. Exhibit 27 — Working Papers for Audit conducted by Iva Chiu (bates-stamped DT 178520-178561)

28. Exhibit 28 — AUD policy 25: Prepare, Review & Control Working Papers (bates-stamped DT 070132-070210)

29. Exhibit 29 — AUD policy 2: Manage the Audit Engagement (bates-stamped DT 073892-073931)

30. Exhibit 30 — Redacted Working Papers for Audit conducted by Sarah Cavanagh, Section 8430, Other Income — MAP (bates-stamped DT 031713-031722)

31. Exhibit 31 — Redacted index from audit conducted by Iva Chiu (DT 173530.1-173530.10)

IT IS SO STIPULATED, THROUGH COUNSEL OF RECORD.

Dated: December 23, 2009

COUNSEL FOR PLAINTIFFS

By: /s/William A. Baird

WILLIAM A BAIRD  
JEFFREY K. COMPTON  
Markun Zusman & Compton LLP  
STEVE ELSTER  
Law Office of Steve Elster

Dated: December 23, 2009

COUNSEL FOR DEFENDANTS

By: /s/Linda E. Shostak

LINDA E. SHOSTAK  
JAMES E. BODDY, JR.  
Morrison & Foerster LLP

**ECF CERTIFICATION**

I hereby attest that I have obtained concurrence regarding the filing of this document from each of the signatories within the e-filed document.

Dated: December 23, 2009

By: /s/Linda E. Shostak  
LINDA E. SHOSTAK

**ORDER**

PURSUANT TO STIPULATION, IT IS SO ORDERED.

Dated: \_\_\_\_\_, 2009



Honorable Susan Illston  
United States District Court Judge

# EXHIBIT 19